

1 SHOOK, HARDY & BACON LLP
2 B. Trent Webb (*pro hac vice*)
3 Peter Strand (*pro hac vice*)
4 2555 Grand Boulevard
5 Kansas City, Missouri 64108-2613
6 Telephone: (816) 474-6550
7 Facsimile: (816) 421-5547
8 bwebb@shb.com
9 pstrand@shb.com

10 Robert H. Reckers (*pro hac vice*)
11 600 Travis Street, Suite 3400
12 Houston, Texas 77002
13 Telephone: (713) 227-8008
14 Facsimile: (713) 227-9508
15 rreckers@shb.com

16 GIBSON, DUNN & CRUTCHER LLP
17 Mark A. Perry (*pro hac vice*)
18 1050 Connecticut Avenue, N.W.
19 Washington, DC 20036-5306
20 Telephone: (202) 955-8500
21 mperry@gibsondunn.com

22 Blaine H. Evanson (*pro hac vice*)
23 333 South Grand Avenue
24 Los Angeles, California 90071
25 Telephone: (213) 229-7000
26 bevanson@gibsondunn.com

27 *Attorneys for Defendants*
28 *Rimini Street, Inc., and Seth Ravin*

1 LEWIS ROCA ROTHGERBER LLP
2 Daniel F. Polsenberg (Nevada Bar No. 2376)
3 W. West Allen (Nevada Bar No. 5566)
4 Joel D. Henriod (Nevada Bar No. 8492)
5 3993 Howard Hughes Parkway, Suite 600
6 Las Vegas, Nevada 89169
7 Tel: (702) 949-8200
8 Fax: (702) 949-8398
9 DPolsenberg@LRRLaw.com
10 WAllen@LRRLaw.com
11 JHenriod@LRRLaw.com

12 RIMINI STREET, INC.
13 Daniel B. Winslow (*pro hac vice*)
14 6601 Koll Center Parkway, Suite 300
15 Pleasanton, California 94566
16 Telephone: (925) 264-7736
17 dwinslow@riministreet.com

18 John P. Reilly
19 3993 Howard Hughes Parkway, Suite 500
20 Las Vegas, Nevada, 89169
21 Telephone: (336) 908-6961
22 jreilly@riministreet.com

23 **UNITED STATES DISTRICT COURT
24 DISTRICT OF NEVADA**

25 ORACLE USA, INC., a Colorado corporation;
26 ORACLE AMERICA, INC., a Delaware
27 corporation; and ORACLE INTERNATIONAL
28 CORPORATION, a California corporation,

Plaintiffs,

v.

RIMINI STREET, INC., a Nevada corporation;
SETH RAVIN, an individual,

Defendants.

Case No. 2:10-cv-0106-LRH-PAL

**AFFIDAVIT OF
DANIEL F. POLSENBERG**

AFFIDAVIT OF DANIEL F. POLSENBERG

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

Daniel F. Polsenberg, being duly sworn, deposes and says,

1. I am an attorney for defendants Rimini Street, Inc. and Seth Ravin in this case.

Reviewing, Analyzing and Drafting the Opposition to Oracle's Request for Attorneys' Fees Will be a Massive Undertaking

2. Along with its request for \$56.2 million in attorneys' fees, Oracle has disclosed over 5,000 pages of documentation.

3. Those documents include more than a hundred law firm invoices and many thousands of time entries spread among three law firms. These entries cover a dozen different claims over six years and dozens of timekeepers. The rates in the invoices also varied over the years.

4. Rimini has retained experts at the auditing firm of Stuart, Maue, Mitchell & James, Ltd. ("Stuart Maue") who have the technology and experience to digitize, categorize and analyze these thousands of entries much more quickly and thoroughly than attorneys could do in the ordinary course.

5. Stuart Maue informs us that working through the volume of documents involved here, even with their relatively fast method, will take at least 60 days.

We Have Attempted to Speed the Process Where Possible

6. Oracle filed and served some of its invoices, along with its motion for fees, after 11:00 p.m. on Friday, November 13, 2015. (Another invoice was provided December 2, 2015.) So, Rimini effectively received Oracle's motion for attorneys' fees, even without all its supporting documents, on Monday, November 16.

7. Oracle filed the invoices *under seal*.

8. Pursuant to the “Stipulated Protective Order” in this case (Doc. 55), parties must disclose to opposing counsel the identities of experts to whom they intend to provide confidential materials. The party retaining the expert must then *wait five days* before providing the confidential materials confidential material to its expert.

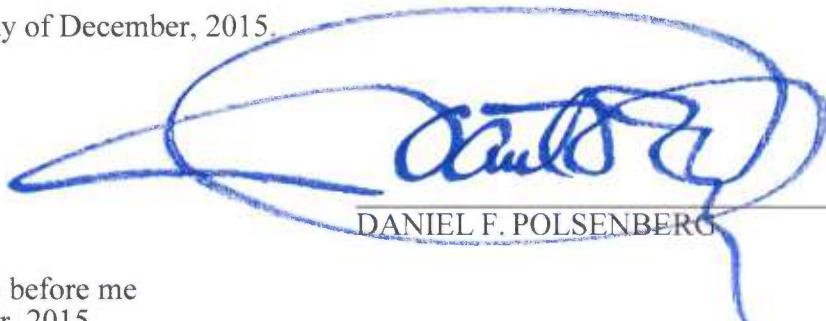
1 9. On November 17, the day after Rimini effectively received Oracle's motion for fees, I
2 sent a letter to opposing counsel disclosing the identity of experts, including John Trunko at Stuart
3 Maue, on which we intended to rely in opposing the fee request. *See* letter, without enclosures,
4 attached as Exhibit A.

5 10. In that letter, I asked permission to provide the invoices to the experts early, before
6 the expiration of the five days set out in the stipulated protective order. *Id.*

7 11. Oracle's counsel responded that they "do not agree to waive the five-day requirement
8 in the protective order." *See* email from Thomas Hixson attached as Exhibit B.

9 12. Although Rimini would have needed this extension of time due the Oracle's massive
10 production regardless of Oracle's refusal to waive the five-day requirement, I mention it to
11 demonstrate that Rimini has been working to expedite the process where possible.

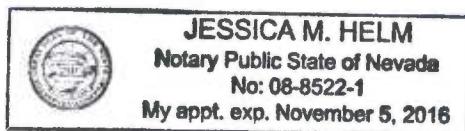
12 Dated this 3rd day of December, 2015.



DANIEL F. POLSENBERG

16 Subscribed and sworn to before me
17 this 3rd day of December, 2015.

18 
19 NOTARY PUBLIC



20
21
22
23
24
25
26
27
28

EXHIBIT A



Lewis Roca Rothgerber LLP
3993 Howard Hughes Pkwy, Suite 600
Las Vegas, NV 89169

Daniel F. Polsenberg
Fellow, American Academy of Appellate Lawyers
(T) 702.474.2626 (F) 702.216.6174
DPolsenberg@LRRLaw.com

Our File Number: 152296-00001

November 17, 2015

VIA ELECTRONIC MAIL

Richard J. Pocker
RPocker@BSFLLP.com
William A. Isaacson
WIsaacson@BSFLLP.com
Karen L. Dunn
KDunn@BSFLLP.com
Steven C. Holtzman
SHoltzman@BSFLLP.com
Kieran P. Ringgenberg
KRinggenberg@BSFLLP.com
BOIES, SCHILLER & FLEXNER LLP

Thomas S. Hixson
Thomas.Hixon@MorganLewis.com
Kristen A. Polumbo
Kristen.Polumbo@MorganLewis.com
MORGAN, LEWIS & BOCKIUS LLP

RE: *Oracle USA, Inc., et al. v. Rimini Street, Inc., et al.*
District Court Case No. 2:10-CV-160-LRH-(PAL)

Dear Counsel:

Pursuant to paragraph 12 of the stipulated protective order (Doc. No. 55), defendants identify the following experts in the area of legal billing, to whom defendants intend to disclose material designated as “Confidential and Highly Confidential – Attorneys’ Eyes Only.”

- DENNIS L. KENNEDY
Bailey Kennedy, LLP
8984 Spanish Ridge Avenue
Las Vegas, Nevada 89148
- JEFFREY W. STEMPLE
Doris S. & Theodore B. Lee Professor of Law
University of Nevada Las Vegas, William S. Boyd School of Law
4505 South Maryland Parkway, P.O. Box 451003
Las Vegas, Nevada 89154

LEWIS ROCA
ROTHGERBER

November 17, 2015

Page 2

- WILLIAM G. ROSS
Lucille Stewart Beeson Professor of Law
Samford University, Cumberland School of Law
800 Lakeshore Drive
Birmingham, Alabama 35229
- JOHN L. TRUNKO and MICHAEL J. BRYCHEL
Stuart, Maue, Mitchell & James, Ltd.
3840 McKelvey Road
St. Louis, Missouri 63044

We enclose current copies of their *curricula vitae*. We also include executed declarations of compliance from Mr. Kennedy, Prof. Ross and Mr. Trunko. We will send declarations from Prof. Stempel and Mr. Brychel when they are executed.

I also ask your permission to disclose to them ***this Thursday***, November 19th, your motion for fees and the supporting material that you filed under seal, deviating from the five-day requirement set out in the protective order. Please let me know.

Sincerely,



Daniel F. Polsenberg
LEWIS ROCA ROTHGERBER LLP

EXHIBIT B

Polsenberg, Daniel F.

From: Hixson, Thomas S. <thomas.hixson@morganlewis.com>
Sent: Wednesday, November 18, 2015 4:42 PM
To: Helm, Jessica; 'rpocker@bsflp.com'; 'wisaacson@bsflp.com'; 'kdunn@bsflp.com'; 'sholtzman@bsflp.com'; 'kringgenberg@bsflp.com'; Palumbo, Kristen A.
Cc: Polsenberg, Daniel F.; Henriod, Joel D.; Allen, West; 'JReilly@riministreet.com'; 'dwinslow@riministreet.com'; 'EMendillo@riministreet.com'; 'RRECKERS@shb.com'; 'BEvanson@gibsondunn.com'; 'PSTRAND@shb.com'
Subject: RE: Oracle USA, Inc., et al. v. Rimini Street, Inc., et al.

Counsel,

Oracle is still reviewing these disclosures, and we do not agree to waive the five-day requirement in the protective order.

Tom Hixson

Morgan, Lewis & Bockius LLP

One Market, Spear Street Tower | San Francisco, CA 94105

Direct: +1.415.442.1194 | Main: +1.415.442.1000 | Fax: +1.415.442.1001

thomas.hixson@morganlewis.com | www.morganlewis.com

Assistant: Jennifer Gray | +1.415.442.1783 | jennifer.gray@morganlewis.com

From: Helm, Jessica [mailto:JHelm@lrrilaw.com]

Sent: Tuesday, November 17, 2015 4:16 PM

To: 'rpocker@bsflp.com'; 'wisaacson@bsflp.com'; 'kdunn@bsflp.com'; 'sholtzman@bsflp.com';

'kringgenberg@bsflp.com'; Hixson, Thomas S.; Palumbo, Kristen A.

Cc: Polsenberg, Daniel F.; Henriod, Joel D.; Allen, West; 'JReilly@riministreet.com'; 'dwinslow@riministreet.com';

'EMendillo@riministreet.com'; 'RRECKERS@shb.com'; 'BEvanson@gibsondunn.com'; 'PSTRAND@shb.com'

Subject: Oracle USA, Inc., et al. v. Rimini Street, Inc., et al.

Counsel,

Please find the attached correspondence from Mr. Polsenberg identifying experts in the area of legal billing to whom defendants intend to disclose confidential material. We ask your permission to disclose to them your motion for fees and supporting sealed material this Thursday, November 19.

Thank you,

Jessie

Jessica Helm, Legal Secretary
Lewis Roca Rothgerber LLP
3993 Howard Hughes Parkway Suite 600 | Las Vegas, Nevada 89169
(T) 702.949.8335 | JHelm@lrrilaw.com

DISCLAIMER

This e-mail message is intended only for the personal use of the recipient(s) named above. This message may be an attorney-client communication and as such privileged and confidential and/or it may include attorney work product. If you are not an intended recipient, you may not review, copy or distribute this message. If you have received this communication in error, please notify us immediately by e-mail and delete the original message.